

Mr. M. C. Holm, Chairman
Carrier Corp.
Carrier Tower
P.O. Box 4800
Syracuse, N.Y. 13221

Oct. 4, 1978

Dear Mr. Holm:

I am a stockholder in United Technologies Corp. and I would like for you to consider the merits of my concept for the city of the future, which I call "Victory City", and reconsider the U.T. merger proposal.

Victory City will be contained in one building. Your central heating and air-conditioning would be of great value to VC if and when it is built. The plan is to build numerous VCs after we get past the hurdle of the first one. This will mean enormous orders for Otis elevators and for heating and air-conditioning equipment. I would imagine that whichever companies play an important role in the founding of the first VC will have the inside track for orders on all VCs.

My theory is that the companies who will be the future supplier corporations of vital components in huge quantity to VCs, should be the most interested in seeing VCs built and be willing to help in the initial promotion of VC.

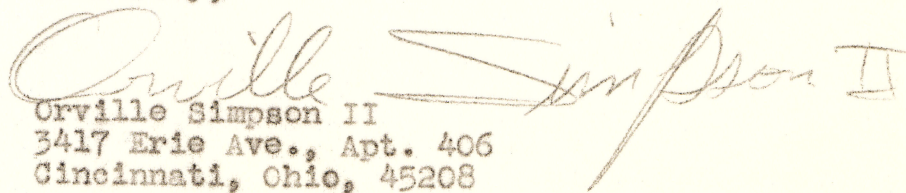
A large company is obviously capable of doing more than a small or medium sized one. If Carrier and UT merge this in itself might prove at least a step in the direction of collecting VC supplier corporations in one large conglomerate. I am hoping that someday UT will have the resources to actively promote VC and change their mind and make a vigorous determination to do this. For the present status of VC with UT see the enclosed letter. Also copies of Otis and GM letters are included.

I would be glad to put my entire VC exhibit in my car and bring it to Syracuse to show you. If you should change your mind and accept the UT merger proposal on the strength of the VC possibilities, this would save you a lot of time and trouble and the stockholders of each company a lot of money.

I was originally a stockholder of Otis, and at first the UT acquisition was strongly opposed, but now after an exchange of Otis stock for UT's stock, everything has worked out just fine.

Welcome aboard if you can see your way clear. Please let me know if I may show you my Victory City exhibit.

Sincerely,


Orville Simpson II
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phone: (513) 871-9571

cc: Harry J. Gray, Chairman, United Technologies

cc: Ralph A. Weller, Chairman, Otis Elevator